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BOBANGO & HELLEN, PLC**

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Charles B. Welch, Jr.
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T.R.A. DOCKET ROOM

Writers Direct Dial:
615-687-4230

October 23, 2003

Chairman Deborah Tate
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Charter Fiberlink-Tennessee LLC's Application for Certificate to Provide Competing Local
Telecommunications Services; Docket No. 03-00521

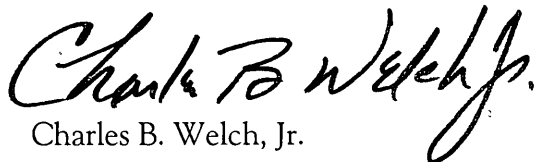
Dear Chairman Tate:

On behalf of Charter Fiberlink-Tennessee, LLC, please find enclosed herewith an original and
14 copies of responses to TRA staff's data request of September 23, 2003.

Thank you for your assistance regarding this matter.

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO & HELLEN, PLC


Charles B. Welch, Jr.

CBW/cad

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN RE:)
)
APPLICATION OF CHARTER)
FIBERLINK-TENNESSEE, LLC) **Docket No. 03-00521**
AND NECESSITY TO PROVIDE)
TELECOMMUNICATIONS SERVICES IN THE STATE OF)
TENNESSEE)

**CHARTER FIBERLINK-TENNESSEE, LLC'S RESPONSE TO THE TENNESSEE
REGULATORY STAFF'S DATA REQUEST**

Comes now Charter FiberLink-Tennessee, LLC ("Charter") by and through its counsel of record and answers the data request of the staff of the Tennessee Regulatory Authority ("TRA") as follows:

1. Pursuant to TCA §65-4-125, "Charter" produces its Corporate Surety Bond as Attachment A.

2. A sworn pre-filed testimony is required for CLEC applications. This testimony should describe the services to be provided, the applicant's technical, managerial and financial abilities to provide the services and affirm that all information submitted is true and correct.

Answer: Please see Attachment B, pre-filed testimony of Mark Barber, Corporate Vice President – Telephony, who will appear at the hearing and confirm this testimony under oath.

3. A Tariff should be filed subsequent to applications approval and before commencing operations (tariffs filed with application are informational only, not official filings).

Answer: Charter will file a tariff prior to commencing operations.

4. Please provide financial statements for Charter FiberLink, LLC, including balance sheet, income statement and statement of cash flows, or in the alternative, a funding statement from the parent company, Charter Communications, Inc. for Charter FiberLink – Tennessee LLC. The funding statement should include the amount of funding and when the funding will be available to Charter Fiberlink-Tennessee, LLC.

Answer: Charter filed its 10K as an exhibit to its Application and this is the best evidence of Charter Communications, Inc.'s capability and intention to fund Charter Fiberlink-Tennessee LLC in Tennessee.

5. Please provide answers to the following questions concerning Tennessee Specific Operational Issues:

1. How does the company intend to comply with TCA§65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Answer: Upon initiation of local exchange service, Charter will comply with all mandated local calling scopes and will ensure via its usual billing set up and switch translations work that the mandated calling scopes are accurate and implemented properly so as to prevent any errors in billing for local calls. This arrangement is similar to the metropolitan calling scopes that Charter manages in the metro St. Louis area in its affiliated company Charter Fiberlink- Missouri, LLC.

2. Does the Applicant intend to subscribe to and/or participate in BellSouth's TAR Code database in order to insure compliance with the Tennessee's County Wide Calling Statute? If not, please describe in detail the method that will be

charges for a call made to any other resident (regardless of carrier) within the same county.

Answer: Undecided. See answer to No. 1.

3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

Answer: Yes.

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

Answer: Billing features will preclude such billing.

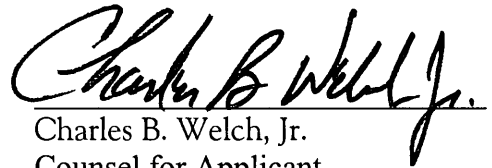
5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.

Answer: Carrie L. Cox (608) 826-1315

6. Does the company intend to telemarket its services in Tennessee? If yes, is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 et seq. and Chapter 1220-4-11?

Answer: Undecided; however, Charter is aware of the telemarketing statutes and regulations cited in this request.

Respectfully Submitted:

A handwritten signature in black ink, reading "Charles B. Welch, Jr.", written over a horizontal line.

Charles B. Welch, Jr.
Counsel for Applicant
Farris Mathews Branan
Bobango & Hellen, PLC
618 Church Street, Suite 300
Nashville, TN 37219

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 23rd day of October, 2003, a true and correct copy of the foregoing was forwarded via U.S. Mail, first class postage prepaid, to the following incumbent local exchange telephone companies:

Ardmore Telephone Company, Inc.
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201-3300

Century Telephone of Adamsville
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
P.O. Box 100
507 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-Collegedale,
Inc.
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Communications Company of
Tennessee
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

Citizens Communications of the Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
P.O. Box 429
4880 Navy Road
Millington, TN 38083-0429

Sprint-United
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone Exchange,
Inc.
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County
Telephone Company
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tellico Telephone Company,
Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

TDS Telecom-Tennessee Telephone
Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.
P.O. Box 7

TEC-People's Telephone Company, Inc.
P.O. Box 310

Friendship, TN 38034

TEC-West Tennessee Telephone Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

Erin, TN 37061

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034

FARRIS MATHEWS BRANAN
BOBANGO & HELLEN PLC

A handwritten signature in black ink, reading "Charles B. Welch, Jr.", written over a horizontal line.

Charles B. Welch, Jr. BPR# 005593
Attorney for Charter Fiberlink-Tennessee, LLC
618 Church Street, Suite 300
Nashville, Tennessee 37219
Phone: (615) 726-1200
Fax: (615) 726-1776

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 51S103226856 03 029

WHEREAS, Charter Fiberlink-Tennessee, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Travelers Casualty and Surety Company of America (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 25th day of September, 2003 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation

PRINCIPAL

Charter Fiberlink-Tennessee, LLC

Name of Company authorized by the TRA

SURETY

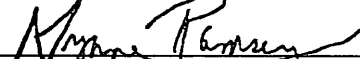
Travelers Casualty and Surety Company of America

Name of Surety

Company ID # as assigned by TRA

One Tower Square, Hartford, CT 06183
Address of Surety

SIGNATURE OF PRINCIPAL

Name: Lynne RamseyTitle: Corp VP, Human Resources

SIGNATURE OF SURETY AGENT

Name: Debra C. SchneiderTitle: Attorney-In-Fact

Address of Surety Agent:

Marsh USA Inc.800 Market St., Suite 2600St. Louis, MO 63101

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE

COUNTY OF _____

Before me, a Notary Public of the State and County aforesaid, personally appeared _____ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of _____, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this _____ day of _____, 20____.

My Commission Expires:

_____, 20____

Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF ~~MISSOURI~~
~~*****~~

COUNTY OF St. Louis

Before me, a Notary Public of the State and County aforesaid, personally appeared Debra C. Schneider with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing bond on behalf of Travelers Casualty and Surety Company of America, the within named Surety, a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so, executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 25th day of September, 2003

My Commission Expires:

1/13/2005, 2009
~~xxx~~

Sandra L. Ham
Notary Public

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this _____ day of _____, 20____.

Name:

Title:

SANDRA L. HAM
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires January 13, 2005

**TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY
Hartford, Connecticut 06183-9062
TRAVELERS CASUALTY AND SURETY COMPANY OF ILLINOIS
Naperville, Illinois 60563-8458**

POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, and TRAVELERS CASUALTY AND SURETY COMPANY OF ILLINOIS, a corporation duly organized under the laws of the State of Illinois, and having its principal office in the City of Naperville, County of DuPage, State of Illinois, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: Pamela A. Beelman, Karen A. Visnovske, Heidi A. Notheisen, Cynthia L. Hanak, David R. Schaaake or Debra C. Schneider * *

of St. Louis, MO, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, or, if the following line be filled in, within the area there designated the following instrument(s):

by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto

and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

VOTED: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

This Power of Attorney and Certificate of Authority is signed and sealed by facsimile under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY, FARMINGTON CASUALTY COMPANY and TRAVELERS CASUALTY AND SURETY COMPANY OF ILLINOIS, which Resolution is now in full force and effect:

VOTED: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.



IMPORTANT DISCLOSURE NOTICE OF TERRORISM INSURANCE COVERAGE

On November 26, 2002, President Bush signed into law the Terrorism Risk Insurance Act of 2002 (the "Act"). The Act establishes a short-term program under which the Federal Government will share in the payment of covered losses caused by certain acts of international terrorism. We are providing you with this notice to inform you of the key features of the Act, and to let you know what effect, if any, the Act will have on your premium.

Under the Act, insurers are required to provide coverage for certain losses caused by international acts of terrorism as defined in the Act. The Act further provides that the Federal Government will pay a share of such losses. Specifically, the Federal Government will pay 90% of the amount of covered losses caused by certain acts of terrorism which is in excess of Travelers' statutorily established deductible for that year. The Act also caps the amount of terrorism-related losses for which the Federal Government or an insurer can be responsible at \$100,000,000,000.00, provided that the insurer has met its deductible.

Please note that passage of the Act does not result in any change in coverage under the attached policy or bond (or the policy or bond being quoted). Please also note that no separate additional premium charge has been made for the terrorism coverage required by the Act. The premium charge that is allocable to such coverage is inseparable from and imbedded in your overall premium, and is no more than one percent of your premium.

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

IN RE:)
)
APPLICATION OF CHARTER)
FIBERLINK-TENNESSEE, LLC) **Docket No. 03-00521**
FOR A CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE)
TELECOMMUNICATIONS SERVICES IN THE STATE OF)
TENNESSEE)

PRE-FILED TESTIMONY OF MARK BARBER

I, Mark Barber, do hereby testify as follows in support of the application of Charter FiberLink-Tennessee, LLC ("Charter") for a Certificate of Public Convenience and Necessity to Provide Telecommunications Services in the State of Tennessee.

Q: Please state your full name, business address and position.

A: Mark Barber
Corporate Vice President – Telephony
12405 Powerscourt Drive
St. Louis, MO 63131

Q: Please briefly describe your duties.

A: I have responsibility for all strategy, deployment, and operations for telephone services at Charter.

Q: Please describe your business experience and educational background.

A: I have worked in the telecommunications industry for over 25 years starting as a field engineer, continuing in a variety of activities including director and vice president positions in operations, corporate development, marketing, and industry relations. I have also managed a number of international deployments in Europe and South America. Most recently I am responsible for the telephone deployment at Charter Communications as Vice President of Telephony at Charter.

Q: Are all statements in Charter's Certificate of Public Convenience and Necessity to Provide Telecommunications Services in the State of Tennessee true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of Charter.

A: Charter Fiberlink-Tennessee, LLC ("CFT") is a subsidiary of CC Fiberlink, LLC which is the parent company of all of Charter's telephone entities. CC Fiberlink, LLC is an indirect subsidiary of Charter Communication, Inc. and Charter Communications Holding Company, LLC.

Q: Does Charter possess the requisite managerial, financial and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe Charter's financial qualifications.

A: As indicated in the Charter Communications 10K filed with Charter's application for authority to offer telephone services, Charter is a multibillion dollar company serving over six million customers. Charter currently serves local exchange telephone customers in Wisconsin and Missouri and has obtained a certificate of authority in Illinois, and has filed for certificates of authority additional states including Alabama and Georgia. Through financial and managerial support of its parent companies, CFT is well positioned to deliver telephone services in Tennessee.

Q: Please describe Charter's managerial and technical qualifications.

A: As described above, CFT is associated with telephone entities in Wisconsin and Missouri. CFT utilizes core dedicated telephony staff as well as other corporate resources for the deployment and management of its telephone operations. This staff is competent in all areas of telephone management including finance, operations, regulation, engineering, network, and sales. The telephone core staff has over 100 years of industry experience in developing, managing, and operating all types of telephone entities and services.

Q: What services will Charter offer?

A: Charter will initially offer data services (such as LAN, WAN, and private line). In the future, Charter hopes to offer residential and business local exchange and long distance service.

Q: Will Charter offer service to all consumers within its service area?

A: Charter will offer service to all consumers within its service area where plant exists to serve the same and where authorized to do so by the Commission. Charter does arrange with customers who do not currently have plant to build the same in order to reach those customers where such customers desire such service.

Q: Does Charter plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: Charter does not plan to offer local exchange telecommunications services at this time. Should Charter offer local exchange service in the future, it will abide by all legal restrictions and or limitations relating to service in areas with less than 100,000 total access lines.

Q: Will the granting of a certificate of convenience and necessity to Charter, serve the public interest?

A: Yes. Customers desire choice of providers for the services Charter desires to offer. Availability of multiple providers in the market drives consumer cost down and service quality up.

Q: Does Charter intend to comply with all TRA rules, statutes and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes.

Q: Has any state ever denied Charter or one of its affiliates authorization to provide intrastate service?

A: No.

Q: Has any state ever revoked the certification of Charter or one of its affiliates?

A: No.

Q: Has Charter or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: No.

Q: Who is knowledgeable about Charter's operations and will serve as Charter's regulatory and customer service contact?

A: Carrie L. Cox, J.D., Director of Legal and Regulatory Affairs – Telephone.

Q: Please explain in detail, Charter's proposed procedures for responding to information requests from the TRA and its staff.

A: Charter utilizes a centralized telephone advocacy group to respond to all commission inquiries regarding customer service. This group performs specific investigation relating to all such inquiries, and prepares responses to the same, including contact with the customer. All regulatory issues dealing with filing of financial and service standard information are directed to Ms. Cox who is responsible for completing and answering questions regarding such filings, preparing responses to any data requests of the TRA, and managing regulatory questions and complaints.

Q: Does this conclude your testimony?

A: Yes.

I swear that the foregoing testimony is true and correct to the best of my knowledge.

Mark Barber
Corporate Vice President - Telephony
Charter FiberLink-Tennessee, LLC

Subscribed and sworn to me this _____ day of September, 2003.

Notary Public
State of

County of

My commission expires: